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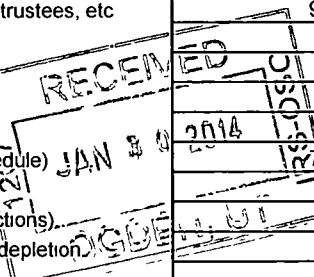
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning 9/1/2012, and ending 8/31/2013

Name of foundation Tom Russell Charitable Foundation, Inc		A Employer identification number 36-6082517
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 15,861,684	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	42	42		
	4 Dividends and interest from securities	308,660	308,660		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	1,695,135			
	b Gross sales price for all assets on line 6a 7,484,947				
	7 Capital gain net income (from Part IV, line 2)		1,695,135		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2,164	2,164			
12 Total. Add lines 1 through 11	2,006,001	2,006,001	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	91,346			91,346
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,600			6,600
	c Other professional fees (attach schedule)	14,732	57,393		14,339
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,648	2,263		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,904			10,904
	22 Printing and publications	1,030			1,030
	23 Other expenses (attach schedule)	62,422	4		62,418
	24 Total operating and administrative expenses. Add lines 13 through 23	253,682	59,660	0	186,637
	25 Contributions, gifts, grants paid	375,000			375,000
26 Total expenses and disbursements Add lines 24 and 25	628,682	59,660	0	561,637	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,377,319				
b Net investment income (if negative, enter -0-)		1,946,341			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	226,093	561,504	561,504
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	282,126	280,570	302,875
	b	Investments—corporate stock (attach schedule)	10,024,386	11,402,456	14,154,682
	c	Investments—corporate bonds (attach schedule)	1,007,233	797,577	842,623
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	124,950			
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,664,788	13,042,107	15,861,684	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,664,788	13,042,107	
30	Total net assets or fund balances (see instructions)	11,664,788	13,042,107		
31	Total liabilities and net assets/fund balances (see instructions)	11,664,788	13,042,107		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,664,788
2	Enter amount from Part I, line 27a	2	1,377,319
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,042,107
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,042,107

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 7,484,947		5,789,812	1,695,135	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			1,695,135	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7		2	1,695,135	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	627,003	14,171,214	0.044245
2010	647,744	14,906,186	0.043455
2009	613,451	13,346,822	0.045962
2008	525,451	11,541,856	0.045526
2007	677,041	16,271,399	0.041609
2 Total of line 1, column (d)			0.220797
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.044159
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		15,251,500	
5 Multiply line 4 by line 3			673,491
6 Enter 1% of net investment income (1% of Part I, line 27b)			19,463
7 Add lines 5 and 6			692,954
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			561,637

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	38,927	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	38,927	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	38,927	
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,202	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	10,202	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	28,725	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
2		X
3	X	
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
14	The books are in care of ▶ <u>c/o Foundation Source</u> Telephone no ▶ <u>(800) 839-1754</u> Located at ▶ <u>501 Silverside Road, Suite 123 Wilmington DE</u> ZIP+4 ▶ <u>19809-1377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶		15	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		16	Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870 **6b** X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
		00		
		00		
		00		
		00		
		00		

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive, Fairfield, CT 06824	Administrative	59,576
First American Bank 218 W Main Street, West Dundee, IL 60118	Investment Management	57,393
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	15,119,961
b	Average of monthly cash balances	1b	363,795
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	15,483,756
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,483,756
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	232,256
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,251,500
6	Minimum investment return. Enter 5% of line 5	6	762,575

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	762,575
2a	Tax on investment income for 2012 from Part VI, line 5	2a	38,927
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	38,927
3	Distributable amount before adjustments Subtract line 2c from line 1	3	723,648
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	723,648
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	723,648

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	561,637
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	561,637
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	561,637

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				723,648
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			523,609	
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 561,637				
a Applied to 2011, but not more than line 2a			523,609	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				38,028
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				685,620
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
12 & 12 INC 6333 E SKELLY DR TULSA, OK 74135	N/A	509(a)(1)	General & Unrestricted	17,500
ACTION FOR AUTISM 15834 CLAYTON RD ELLISVILLE, MO 63011	N/A	509(a)(2)	General & Unrestricted	7,500
BEACON THERAPEUTIC SCHOOL INC 1912 W 103RD ST CHICAGO, IL 60643	N/A	509(a)(2)	General & Unrestricted	7,500
CALVARY CHURCH 9S200 RTE 59 NAPERVILLE, IL 60564	N/A	509(a)(1)	General & Unrestricted	5,000
CANEY CREEK COMMUNITY CENTER 100 PURPOSE RD PIPPA PASSES, KY 41844	N/A	509(a)(2)	General & Unrestricted	2,500
CANEY CREEK COMMUNITY CENTER 100 PURPOSE RD PIPPA PASSES, KY 41844	N/A	509(a)(2)	Scholarships Fund	5,000
CAPITAL AREA SOCCER LEAGUE INC 3300 WOMANS CLUB DR STE 1 RALEIGH, NC 27612	N/A	509(a)(2)	U5-U12 Recreational Player Scholarship Fund	5,000
CENTER FOR CHILDREN AND FAMILIES INC 1151 E MAIN ST NORMAN, OK 73071	N/A	509(a)(1)	Recreational Equipment at New Location	10,000
CLEVELAND CTY FMLY YNG MENS CHRSTN ASSN 1350 LEXINGTON AVE NORMAN, OK 73069	N/A	509(a)(1)	Membership Fees for Low Income YMCA Users	5,000
CONTEMPORARY SCIENCE CENTER PO BOX 13453 RTP, NC 27709	N/A	509(a)(1)	General & Unrestricted	5,000
DONKA INCORPORATED 400 N COUNTY FARM RD WHEATON, IL 60187	N/A	509(a)(1)	General & Unrestricted	36,000
Total See Attached Statement			▶ 3a	375,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part I, Line 11 (990-PF) - Other Income

		2,164	2,164	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Class Action Lawsuit Proceeds	2,164	2,164	

Part I, Line 16b (990-PF) - Accounting Fees

		6,600	0	0	6,600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Audit Fee	6,600	0		6,600

Part I, Line 16c (990-PF) - Other Professional Fees

		71,732	57,393	0	14,339
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Board Meeting Administrative Services	600	0		600
2	Investment Management Services	57,393	57,393		0
3	Stipend to Past Officers	13,739	0		13,739

Part I, Line 18 (990-PF) - Taxes

		9,648	2,263	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Taxes for 2013	2,700	0		0
2	Foreign Tax Paid	2,263	2,263		0
3	IRS Excise Tax Payment with 1st Ext 990-PF	4,685	0		0

Part I, Line 23 (990-PF) - Other Expenses

		62,422	4	0	62,418
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	59,576	0		59,576
2	Bank Charges	4	4		0
3	Foundation Dues & Memberships	725	0		725
4	Office Supplies	31	0		31
5	Postage	24	0		24
6	Premium Payment for Indemnification Insurance	1,250	0		1,250
7	State or Local Filing Fees	51	0		51
8	Storage Unit Fees	761	0		761

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	282,126	280,570	0	302,875	
		State/Local	0	0	0	0	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	FHLMC - 4 750% - 11/17/2015	100,000		100,561		109,246	
2	US T BILL NOTE - 4 000% - 02/15/2014	100,000		101,162		101,758	
3	US TIPS - 2 125% - 01/15/2019	81,240		78,847		91,871	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		10,024,386	11,402,456	0	14,154,682
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ACCENTURE PLC	2,365		100,706	170,871
2	AGILENT TECHNOLOGIES INC	3,800		170,482	177,232
3	AMERICAN BEACON FUNDS SM CP VAL IN	47,610		1,156,999	1,220,725
4	ANADARKO PETROLEUM CORP	1,850		159,201	169,127
5	APPLE INC	922		144,498	449,216
6	ASTRAZENECA	260		12,321	12,795
7	AT&T CORP COM	450		13,626	15,224
8	BANK OF HAWAII CORP	315		14,628	16,223
9	BANK OF MONTREAL	215		12,393	13,508
10	BP PLC SPONSORED ADR	370		16,117	15,281
11	CAMERON INTERNATIONAL CORP	2,000		130,346	113,580
12	CAN IMPERIAL BK OF COMMERCE	165		12,157	12,905
13	CANON INC	405		14,265	12,110
14	CHEVRON CORP	846		82,554	101,884
15	CHUBB CORP	1,100		58,357	91,487
16	CONOCOPHILLIPS	275		15,115	18,233
17	CULLEN FROST BANKERS INC	235		13,080	16,647
18	CUMMINS INC	1,525		173,337	187,880
19	CVS CAREMARK CORP	4,000		131,996	232,200
20	D R HORTON	9,600		207,256	171,360
21	DANAHER CORP	2,200		45,473	144,144
22	DRIL QUIP INC	1,670		151,538	170,357
23	EBAY INC	4,100		234,897	204,959
24	ELI LILLY & CO	370		14,915	19,018
25	EMERSON ELECTRIC CO	330		15,969	19,922
26	ENI S P A	363		15,043	16,509
27	EXXON MOBIL CORP	875		34,983	76,265
28	FEDERATED MID CAP INDEX FUND 153	10,672		250,000	267,859
29	FEDERATED TOTAL RETURN BOND FUND	32,898		351,481	358,590
30	FMC TECHS INC	3,200		153,476	171,616
31	GARMIN LTD	340		14,161	13,862
32	GENERAL ELECTRIC CO	7,900		131,143	182,806
33	GENUINE PARTS COMPANY	270		17,002	20,793
34	GILEAD SCIENCES INC	7,170		124,493	432,135
35	GNC CORP	3,360		147,181	170,923
36	GOLDMAN SACHS GROUP	1,435		202,242	218,307
37	GOOGLE INC CL A	265		229,775	224,429
38	ILLUMINA INC	2,600		98,715	202,384
39	INTEL CORP	695		17,682	15,276
40	INVESCO ENDEAVOR CLASS Y	1,894		40,000	38,973
41	INVESCO PLC	7,975		270,573	242,121
42	JOHNSON & JOHNSON	205		13,395	17,714
43	JOHNSON CONTROLS INC	3,350		140,222	135,776
44	JP MORGAN CHASE & CO	6,750		246,803	341,078
45	LOCKHEED MARTIN CORP	150		18,584	18,363
46	LOWES COMPANIES INC	4,600		48,621	210,772
47	LYONDELLBASELL INDUSTRIES NV	1,895		115,941	132,934
48	M&T BANK CORP	2,235		247,821	253,315

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		10,024,386	11,402,456	0	14,154,682
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	MATTELL INC	4,550	146,320		184,275
50	MERCK & CO INC	4,375	188,857		206,894
51	MEREDITH CORP (UNITED STATES)	385	13,314		16,559
52	MICROCHIP TECHNOLOGY INC	455	16,282		17,659
53	MICROSOFT CORPORATION	3,400	67,825		113,560
54	MOLEX INCORPORATED - CLASS A COMM	800	17,200		19,640
55	NORTHROP GRUMMAN CORP	205	12,280		18,915
56	NOVARTIS AG ADR	250	15,909		18,245
57	OLIN CP	685	14,399		15,824
58	OPPENHEIMER DEVELOPING MARKETS FO	6,077	206,621		204,322
59	OPPENHEIMER INTL GROWTH FUND Y	20,829	629,037		710,906
60	PEPSICO INC	2,330	145,098		185,771
61	PIMCO FUNDS LOW DURATION FUND II IN	32,160	322,020		314,848
62	PIMCO SHORT TERM FD INSTITUTIONAL S	20,387	200,000		200,000
63	PNC FINANCIAL GROUP INC	2,850	98,708		205,970
64	POLARIS INDUSTRIES	1,200	135,849		131,052
65	PRECISION CASTPARTS	1,225	167,842		258,769
66	PROCTER GAMBLE CO	2,655	160,953		206,798
67	QUALCOMM INC	4,350	75,187		288,318
68	RAYTHEON CO	300	17,212		22,623
69	ROCK-TENN CO	1,550	154,384		172,221
70	ROYAL DUTCH SHELL PLC	195	13,607		12,595
71	SEAGATE TECHNOLOGY	470	21,299		18,010
72	SYSCO CORP	500	14,790		16,010
73	TELEFONICA BRASIL, S A	955	22,838		18,842
74	TEMPLETON INSTL FOREIGN EQ SER PRIM	23,994	372,394		498,830
75	THE BROWN CAPITAL MANAGEMENT SMA	20,124	1,157,000		1,292,183
76	THOMSON REUTERS CORPORATION	480	12,900		15,782
77	UNION PACIFIC	1,140	115,302		175,036
78	VERIZON COMMUNICATIONS	3,900	180,261		184,782
79	VISA INC	720	50,743		125,582
80	WALT DISNEY HOLDINGS CO	2,300	108,537		139,909
81	WELLS FARGO & CO	5,000	144,806		205,400
82	WELLS FARGO ADVANTAGE ULTRA SHOR	41,494	200,000		200,000
83	XILINX INC	4,580	151,119		198,864

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				1,007,233	797,577	0	842,623
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	ALLSTATE CORP - 5 000% - 08/15/2014				74,825		78,045
2	CATERPILLAR FINL SVCS - 6 125% - 02/17/17				198,620		205,235
3	JOHNSON & JOHNSON - 5 550% - 08/15/201				75,963		85,793
4	MERCK & CO INC - 4 750% -01/03/2015				52,464		53,092
5	TARGET CORP NT - 5 875% - 07/15/2016				75,460		84,817
6	US BANCORP DTD - 2 200% - 11/15/2016				245,723		251,871
7	WACHOVIA CORP NT - 5 625% - 10/15/2016				74,522		83,770

BYLAWS

OF

TOM RUSSELL CHARITABLE FOUNDATION, INC.

(THESE BYLAWS ADOPTED ON MARCH 21, 1992 REPLACING
IN THEIR ENTIRETY ALL PRIOR BYLAWS)

ARTICLE I

Offices

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Members

SECTION 1. CLASSES OF MEMBERS. The corporation shall have no members.

ARTICLE III

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its board of directors. A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be four (4). The corporation's directors shall have a term of office of four (4) years, and one director shall be elected each year so that each Director shall serve for a four (4) year staggered term. Directors shall be elected by a majority of the directors. Directors need not be residents of Illinois. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made only by amendment to the Articles of Incorporation. No decrease in the number of directors shall have the effect of shortening the term of office for an incumbent director. In the event the Board shall subsequently increase or decrease the number of directors, all subsequent elections of directors shall be for a term of years equal to the total number of directors then authorized by the Board. In the event that the size of the Board of Directors shall change by more than one, the new directors shall be initially elected for a first

term of office established by the Board of Directors to provide that only one director's term of office shall expire each year, thereafter each director shall be elected for a term of years equal to the total number of directors then authorized by the Board.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held at the registered office of the corporation on the last Saturday of October each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day is legal holiday, the meeting shall be held at the same hour on the next succeeding Saturday. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least five days previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required bylaw or by these bylaws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise notwithstanding any director conflict of interest. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the board of directors as its Chairman. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer

thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 5. VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION 7. SECRETARY. The secretary shall: (a) record the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; and (d) perform all duties incident to the office of secretary and such other duties as from time to

time may be designated to him or her by the president or by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer and secretary, respectively, or by the president or board of directors.

SECTION 9. SALARIES. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V

Committees, Commissions and Advisory Boards

SECTION 1. COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the board of directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee, advisory board or commission shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7. RULES. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the board of directors.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

ARTICLE VI.

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by any two officers of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall commence on September 1st of each year and shall terminate on the 31st day of August each year.

ARTICLE IX

Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall

constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XI

Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit; if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the

performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a

director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. REFERENCES TO CORPORATION. For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agent, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 9. OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

ARTICLE XII

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation. Such action may be taken at any regular or special meeting of the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

(ARTICLE XIII OF THE BYLAWS WAS ADOPTED ON
OCTOBER 30, 1993 AS AN ADDITIONAL ARTICLE
TO THE EXISTING BYLAWS CONSISTING OF
ARTICLES I THROUGH XII)

ARTICLE XIII

AUXILIARY BOARD

SECTION 1. GENERAL PURPOSE. To provide a means by which prospective candidates for election to the Board of Directors or to any office of the corporation may become familiar with the operations, finances, and charitable grant program of the corporation and to enable the Board of Directors to better evaluate each such individual's potential for any such position to which he or she may be elected by the corporation's Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The maximum number of members of the Auxiliary Board shall be equal to the number of directors authorized from time to time by the Board of Directors pursuant to Section 2 of Article III of the Bylaws. The Board of Directors may, in its discretion, elect no members or a fewer number of members than is authorized as the maximum number of members of the Auxiliary Board. Members shall have a term of office ending on the date of the next annual meeting of the Board of Directors. Members shall be elected by a majority of the directors. Members need not be residents of Illinois. Upon election, each member shall be assigned by the Board of Directors to a Director who shall be the Auxiliary Board Member's Advisory Director. A member's Advisory Director may be changed from time to time by action of the Board of Directors.

SECTION 3. MEETINGS. Members of the Auxiliary Board are invited to attend all formal meetings of the Board of Directors as a non-voting participant. At the request of a Director to the Chairman, and upon recognition of the Auxiliary Board member by the Chairman, an Auxiliary Board member may address the Board of Directors and participate in discussions of matters before the Board of Directors. All formal motions proposed to the Board of Directors shall be made only by a Director.

SECTION 4. NOTICE OF MEETINGS. The Secretary shall give written or oral notice to each member of the Auxiliary Board at least five (5) days previous to any special or regular meeting of the Board of Directors stating the date, time, and place of such meeting. The Secretary shall also provide each member with a copy of the minutes of informal actions taken by Directors and of minutes of all regular or special meetings of the Board of Directors. Anything to the contrary notwithstanding, the failure of any or all Auxiliary Board Members to receive notice of any Board of Directors' meeting or of any informal action to be taken by the Directors, shall not invalidate such meeting or informal action of the Board of Directors otherwise held or action taken in compliance with and pursuant to the Bylaws of this corporation.

SECTION 5. RESIGNATION AND REMOVAL OF MEMBERS. A member may resign at any time upon written notice to the board of directors. A member may be removed with or without cause by a majority vote of the Board of Directors.

SECTION 6. COMPENSATION. The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all members of the Auxiliary Board for services to the corporation as members, officers or otherwise notwithstanding any director conflict of interest. By resolution of the Board of Directors, the members may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment previously mentioned in this section shall preclude any member from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 7. FUNCTION AND DUTIES. The function of an Auxiliary Board member is to learn and understand how the Foundation currently operates and to offer, through and with the approval of the Advisory Director assigned to each Auxiliary Board member, suggestions for ways the Foundation may improve and be more effective in both its administration and its charitable grant program. The duties of an Auxiliary Board member are to administratively assist his or her Advisory Director in projects or matters assigned to the member by his or her Advisory Director. Such duties may consist of analysis of special projects assigned to the member from time to time as well as investigation and research regarding present and prospective recipients of the Foundation's charitable grant program, and reporting his findings, recommendations, and observations to his or her Advisory Director.

ARTICLE III, SECTION 3 OF THE BYLAWS
WAS AMENDED ON NOVEMBER 2, 2002

REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held at the registered office of the corporation on the first Saturday of November each year or such other place or date in October or November of each year as designated by the board of directors by resolution for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

THE NOVEMBER 2, 2002 AMENDMENT OF ARTICLE III, SECTION 3 OF THE BYLAWS IS
AMENDED ON JUNE 9, 2012

REGULAR MEETING. A regular annual meeting of the board of directors shall be held at the registered office of the corporation on the first Saturday of November each year or such other place or date in October, November or December of each year as designated by the board of directors by resolution for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

ARTICLE III, SECTIONS 2 AND 5 OF THE BYLAWS, IS AMENDED ON JUNE 9, 2012

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be no less than three (3) and no more than (9). Directors shall be elected by a majority of the directors. Directors need not be residents of Illinois. The number of directors may be decreased or increased from time to time by the board, unless the Articles of Incorporation or bylaws prohibit such an adjustment. No decrease in the number of directors shall have the effect of shortening the term of office for an incumbent director. In the event the Board shall subsequently increase or decrease the number of directors, all subsequent elections of directors shall be for a term of years equal to the total number of directors then authorized by the Board. In the event that the size of the Board of Directors shall change by more than one, the new directors shall be initially elected for a first term of office established by the Board of Directors to provide that only one director's term of office shall expire each year, thereafter each director shall be elected for a term of years equal to the total number of directors then authorized by the Board.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least five days previous thereto by written notice to each director at his or her physical or electronic (such as email) address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram or electronic address, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company or when the electronic mail (such as email) is sent. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

											91,346	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	J Kirby Aiken		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir	3 00	16,537	0	0	
2	John L Bishop		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir / Treas	3 00	16,537	0	0	
3	Crawford Crenshaw		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir / Sec	3 00	16,537	0	0	
4	Dan A Felson		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Assistant Treas / Dir	2 00	16,537	0	0	
5	David S Lindquist		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir	5 00	25,199	0	0	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name DUKE UNIVERSITY				
Street PO BOX 90581				
City DURHAM	State NC	Zip Code 27708	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution Divinity School - Friendship House				Amount 7,500
Name DUKE UNIVERSITY				
Street PO BOX 90581				
City DURHAM	State NC	Zip Code 27708	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution Pratt School of Engineering - Alumni Council Special Projects Fund				Amount 2,500
Name DUPAGE COMMUNITY CLINIC				
Street 1506 E ROOSEVELT RD				
City WHEATON	State IL	Zip Code 60187	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 5,000
Name DURHAM AT-RISK YOUTH COLLABORATIVE				
Street 107 N DRIVER ST				
City DURHAM	State NC	Zip Code 27703	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 10,000
Name EMPORIA RESCUE MISSION INC				
Street PO BOX 901				
City EMPORIA	State KS	Zip Code 66801	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 10,000
Name ERIE FAMILY HEALTH CENTER INC				
Street 1701 W SUPERIOR ST				
City CHICAGO	State IL	Zip Code 60622	Foreign Country	
Relationship N/A	Foundation Status 509(a)(2)			
Purpose of grant/contribution General & Unrestricted				Amount 15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FRIENDS OF THE MOUNTAINS TO SEA

Street

PO BOX 10431

City

RALEIGH

State

NC

Zip Code

27605

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The Mountains to Sea Trail Initiative

Amount

45,000

Name

GADS HILL CENTER

Street

1919 W CULLERTON ST

City

CHICAGO

State

IL

Zip Code

60608

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

GETTING2TRI FOUNDATION INC

Street

227 SANDY SPRINGS PL, STE D-267

City

ATLANTA

State

GA

Zip Code

30328

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

GLENKIRK

Street

1925 N CLYBOURN AVE STE 200

City

CHICAGO

State

IL

Zip Code

60614

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Purchase of Allegheny Hard Drive Shredder

Amount

30,000

Name

GROWING TOGETHER PRESCHOOL

Street

3301 BOULDER CT

City

RALEIGH

State

NC

Zip Code

27607

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

HEARTS AND HANDS FOR HAITI

Street

2013 MIDWOOD DR

City

RALEIGH

State

NC

Zip Code

27604

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HOPE ELEMENTARY SCHOOL

Street

5029 TALLS OF NEUSE RD STE 218

City	State	Zip Code	Foreign Country
RALEIGH	NC	27609	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	10,000

Name

HOPE FOR TOMORROW INC

Street

479 N LAKE ST

City	State	Zip Code	Foreign Country
AURORA	IL	60506	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
General & Unrestricted	7,500

Name

HORN CREEK CONFERENCE GROUNDS

Street

6758 COUNTY RD 130

City	State	Zip Code	Foreign Country
WESTCLIFFE	CO	81252	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
Urban Attendant Recruiting Initiative	20,000

Name

INTER-FAITH FOOD SHUTTLE

Street

1001 BLAIR DR

City	State	Zip Code	Foreign Country
RALEIGH	NC	27603	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Culinary Jobs Training Program	20,000

Name

INTERACT

Street

1012 OBERLIN RD STE 100

City	State	Zip Code	Foreign Country
RALEIGH	NC	27605	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	2,500

Name

JUVENILE PROTECTIVE ASSOCIATION

Street

1707 N HALSTED ST

City	State	Zip Code	Foreign Country
CHICAGO	IL	60614	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
General & Unrestricted	4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name LEELANAU CONSERVANCY				
Street PO BOX 1007				
City LELAND	State MI	Zip Code 49654	Foreign Country	
Relationship N/A	Foundation Status 509(a)(2)			
Purpose of grant/contribution General & Unrestricted				Amount 2,500
Name NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC				
Street NCSU BOX 7207				
City RALEIGH	State NC	Zip Code 27695	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 2,500
Name POSITIVE TOMORROWS INC				
Street 1804 N BRAUER AVE				
City OKLAHOMA CITY	State OK	Zip Code 73106	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 10,000
Name UNITED CHURCH OF CHRIST - BACK BAY MISSION OF BILOXI				
Street 1012 DIVISION ST				
City BILOXI	State MS	Zip Code 39530	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution Affordable Housing Initiative				Amount 10,000
Name UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL				
Street 104 AIRPORT DR AOB STE 3600				
City CHAPEL HILL	State NC	Zip Code 27599	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution Vice Provost Fund for Student Programs, Duke-UNC Leadership Summit, Web Dev & Student Outreach				Amount 5,000
Name WESTERN DUPAGE SPECIAL RECREATION ASSOCIATION FOUNDATION				
Street 116 N SCHMALE RD				
City CAROL STREAM	State IL	Zip Code 60188	Foreign Country	
Relationship N/A	Foundation Status 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				Amount 22,500